

RECORDATION NO.

25273-A  
FILED

DEC 30 '04

12:29 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT dated as of this 28th day of December, 2004, is made by MITSUI RAIL CAPITAL, LLC, a Delaware limited liability company, with an address at 5215 Old Orchard Road, Skokie, IL 60077 (the "Lessee"), and SMBC MARINE FINANCE, INC., a Delaware corporation, with an address at 277 Park Avenue, New York, NY 10172 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee have previously entered into that certain Lease Agreement dated as of December 28, 2004 (the "Railcar Lease") and Schedule No. 001 thereto dated as of December 28, 2004 ("Schedule 1") (the Railcar Lease and Schedule 1 are hereinafter collectively referred to as the "Lease") covering the railcars listed on Exhibit A hereto (the "Railcars");

WHEREAS, the Parties wish to acknowledge for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Railcars to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee hereby leases and confirms the lease of the Railcars from the Lessor and accepts the terms and conditions of the Lease, which are incorporated by reference as if fully set forth herein.

**[SIGNATURE PAGE TO FOLLOW]**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 28, 2004

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SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of December 28, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement previously filed with the Board under Recordation Number 25273.

The names and addresses of the parties to the enclosed document are:

Lessor: SMBC Marine Finance, Inc.  
277 Park Avenue  
New York, New York 10172

Lessee: Mitsui Rail Capital, LLC  
5215 Old Orchard Road  
Skokie, Illinois 60077

Mr. Vernon A. Williams  
December 28, 2004  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

240 Auto Flood III railcars: MBKX 4241 - MBKX 4480.

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

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KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee have previously entered into that certain Lease Agreement dated as of December 28, 2004 (the "Railcar Lease") and Schedule No. 001 thereto dated as of December 28, 2004 ("Schedule 1") (the Railcar Lease and Schedule 1 are hereinafter collectively referred to as the "Lease") covering the railcars listed on Exhibit A hereto (the "Railcars");

WHEREAS, the Parties wish to acknowledge for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

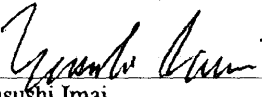
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Railcars to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee hereby leases and confirms the lease of the Railcars from the Lessor and accepts the terms and conditions of the Lease, which are incorporated by reference as if fully set forth herein.

**[SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Management Committee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.*

MITSUI RAIL CAPITAL, LLC

By:   
Name: Yasushi Imai  
Title: President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.*

SMBC MARINE FINANCE, INC.

By: \_\_\_\_\_  
Name: David A. Ward  
Title: President

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.


*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Management Committee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.*

mitsui rail capital, llc

By: \_\_\_\_\_  
Name: Yasushi Imai  
Title: President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.*

smbc marine finance, inc.

By:  \_\_\_\_\_  
Name: David A. Ward  
Title: President

**EXHIBIT A  
TO THE  
MEMORANDUM OF RAILCAR LEASE AGREEMENT  
DATED AS OF DECEMBER 28, 2004**

**RAILCARS**

Two hundred forty (240) Auto Flood III railcars bearing the following road marks and numbers  
(all inclusive):

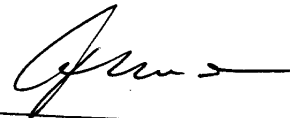
MBKX 4241 - 4480

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

12/29/04



\_\_\_\_\_  
Robert W. Alvord